

**Exhibit D:**

**Payment Instructions**

1. Pursuant to the Contributed Funds Act, 43 U.S.C. §§ 395, 397A, Trans-Elect is providing the Initial Funds for the purposes described in the LA.
2. Western will provide Trans-Elect with its federal account numbers where the Initial Fund shall be wired.
3. Trans Elect will wire the Initial Fund (\$1,500,000) to an account number provided by Western.

Executed: April 25, 2002